

**SSGA SPDR ETFs EUROPE II PUBLIC LIMITED COMPANY**  
**(the “Company”)**

**Minutes of the reconvened 2019 Annual General Meeting of the Company held in the offices of Sanne, 76 Lower Baggot Street, Dublin 2 on Friday, the 25<sup>th</sup> day of October 2019 at 10.15 a.m.**

**Present:** Mr. Brendan Byrne  
Proxy for Citivic Nominees Limited

Ms. Celina Farrell  
Proxy for SSGA Limited

**1. Appointment of Chairman**

1.1 **IT WAS RESOLVED** that Mr. Brendan Byrne be appointed Chairman for the purposes of the meeting.

**2. Constitution of the Meeting**

2.1 The Chairman noted that notice of the meeting had been given to all shareholders in the Company and all other persons entitled to receive same.

**3. Quorum**

3.1 The Chairman then noted that a quorum of members was present and the Chairman therefore declared that the meeting was validly constituted. The Chairman further declared to the meeting that he and Ms. Farrell held proxy votes in respect of the resolutions being put before the meeting as follows:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
Ordinary Resolution 1	11,659,849	350,966	0
Ordinary Resolution 2	11,659,849	350,966	0
Ordinary Resolution 3	11,659,849	350,966	0
Ordinary Resolution 4	11,659,849	350,966	0
Ordinary Resolution 5	1,887,074	423,764	9,699,977

**4. Ordinary Resolutions**

**Annual Audited Financial Statements**

4.1 On the proposal of the Chairman and seconded by Ms. Farrell, **IT WAS RESOLVED** that the annual audited financial statements of the Company for the year ended 31 March 2019 together with the Report of the Directors and the Auditors thereon be deemed received and considered.

4.2 On the proposal of the Chairman and seconded by Ms. Farrell, **IT WAS RESOLVED** that the directors be authorised to re-appoint PricewaterhouseCoopers, Chartered Accountants and Registered Auditors as auditors of the Company.

4.3 On the proposal of the Chairman and seconded by Ms. Farrell, **IT WAS RESOLVED** that the directors be authorised to fix the remuneration of the auditors.

4.4 The Chairman noted the meeting had considered the Directors' Report and the Financial Statements and suggested that this constituted a sufficient review of the Company's affairs in

accordance with Section 186 (b) of Companies Act 2014. Each of the members present in person or by proxy concurred with the Chairman in this regard.

4.5 On the proposal from the Chairman and seconded by Ms. Farrell, **IT WAS RESOLVED** that the directors be authorised to transact any other business.

**5. Any Other Business**

5.1 There being no further business, the meeting then concluded.

  
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**Chairman**

**Dated this the 25<sup>th</sup> day of October 2019.**